AMENDED AND RESTATED

BY-LAWS

OF

JACK THE BIKE MAN, INC.

Amended and Restated
as of August 4, 2023

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RECITALS

A. The Voting Members caused to be formed a charitable corporation under the Florida Corporations Not for Profit Act (the "**Act**") known as JACK THE BIKE MAN, INC., by filing the Articles of Incorporation (the "**Articles**") with the Florida Department of State, Division of Corporations on July 19, 2007.

B. The Voting Members executed the By-Laws for the Corporation as of September 20, 2007 (the "**Original By-Laws**").

C. The Voting Members now desire to amend and restate the Original By-Laws in the form of this Amended and Restated By-Laws to fully set forth their agreements and understandings regarding the Corporation and to operate the Corporation in accordance with the terms of this Agreement.

D. The Original By-Laws is hereby superseded, replaced in its entirety, and considered null and void.

IN CONSIDERATION of the foregoing Recitals and the mutual covenants and agreements contained herein, the parties agree as follows:

ARTICLE I

Organizational Matters

Section 1.01 Name. The name of the Corporation is JACK THE BIKE MAN, INC., (hereinafter the "**Corporation**").

Section 1.02 Principal Office. The principal office of the Corporation is located at 420 Claremore Drive, West Palm Beach, FL 33401, or at such other location as may from time to time be determined by the Board of Directors.

Section 1.03 Registered Agent and Registered Office. The registered agent for service of process on the Corporation and the registered office for service of process on the Corporation in the State of Florida shall be the initial registered agent and the office of the initial registered agent, respectively, named in the Articles of Incorporation or such other person or persons or such other office (which need not be a place of business of the Corporation) as the Board of Directors may designate from time to time in the manner provided by the Act and Applicable Law.

Section 1.04 Purpose. The Corporation does not contemplate pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of providing education, guidance and training to at-risk adults and at-risk children and their parents, and to give hope with skills that will assist them in their transition to a new life in the United States of America through bicycle programs and other projects, and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury). The Corporation is organized exclusively for public, charitable and educational purposes.

Section 1.05 Term. The term of the Corporation commenced on the date the Articles were accepted by the Florida Department of State, Division of Corporations, and shall continue in existence perpetually until the Corporation is dissolved in accordance with the provisions of this Agreement or as provided by law.

ARTICLE II

Members

Section 2.01 Classes of Membership. The Corporation shall have two (2) classes of members, which shall consist of Voting Members and Non-Voting Members.

Section 2.02 Voting Members. There shall always be at least three (3) Voting Members of the Corporation. In no event shall the number of Voting Members be an even number.

Section 2.03 Election and Term of the Voting Members. In the event of a Voting Members resignation, removal or death, the remaining Voting Members shall elect a successor Voting Member by a majority vote within thirty (30) days of the Voting Member's resignation, removal or death. If the remaining Voting Members fail to elect a successor Voting Member within thirty (30) days, the remaining Voting Members shall elect a Non-Voting Member to become a temporary Voting Member ("**Temporary Voting Member**") until a permanent successor Voting Member has been duly appointed and elected in accordance with this Section 2.03. In the event the Corporation does not have any Non-Voting Members and the Voting Members fail to elect a successor Voting Member within thirty (30) days of a Voting Member's resignation, removal or death, then the Board of Directors shall appoint the successor Voting Members by a two-thirds vote.

Section 2.04 Non-Voting Members. The Corporation may, but shall not be required to, have Non-Voting Members which may include other persons who shall apply for membership in the Corporation and be approved by a majority of the Voting Members. Non-Voting Members shall act as advisors to the Voting-Members.

Section 2.05 Annual Meeting of the Voting Members. An Annual Meeting of the Voting Members shall be held at the Corporation's registered office on the second Wednesday in December at noon each year; provided, however, that whenever such day shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

Section 2.06 Special Meetings of the Voting Members. Special Meetings of the Voting Members may be called at any time by any Voting Member.

Section 2.07 Notice of Meetings. Notice of the time, place and purpose of all annual and special meetings shall be mailed or sent electronically by the Secretary to each Voting Member no less than ten (10) nor more than thirty (30) days before the date thereof. Notice may be waived and meetings may be held at any place within or without the State of Florida.

Section 2.08 Quorum. A quorum for the transaction of business at any such meeting shall consist of a number of the Voting Members representing a majority of the Voting Members, but the Voting Members present at any meeting, though less than a quorum, may adjourn the meeting to a future date and time.

Section 2.09 Power to Remove Directors and Officers. The Voting Members shall have the power at any time to remove any Director or Officer from office, with or without cause, by a majority vote. The notice of the meeting at which a vote is taken to remove a Director must state that the purpose or one of the purposes of the meeting is the removal of the director or directors.

ARTICLE III

Directors

Section 3.01 Management of the Corporation. The management of the business of the Corporation shall be vested in a Board of Directors (the "**Board**"), which Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or this Agreement directed or required to be exercised or done by the Board.

Section 3.02 Number of Directors. The number of Directors on the Board of Directors shall not be less than (3) nor more than nineteen (19). The number of Directors on the Board may be increased or decreased by the Board and approved of by the Voting Members but in no event shall the number of Directors be an even number.

Section 3.03 Election and Term of Directors. Directors shall be appointed from time to time by a majority vote of the Board and the appointment shall then be confirmed by a two-thirds vote of the Voting Members. Except as otherwise required by applicable law, each director shall serve for a term ending on the date of the third Annual Meeting of the Board (the "**Annual Meeting**") following the Annual Meeting at which such director was elected. Notwithstanding the foregoing provisions of this Article III, each director shall serve until their successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected in connection with rights to elect such additional directors under specified circumstances.

Section 3.04 Compensation. Directors shall receive no compensation for their services as Directors but may receive reasonable compensation as employees of the Corporation.

Section 3.05 Annual and Quarterly Regular Meetings. Board Meetings shall be held at least every quarter but may be held at any time in case of urgent circumstances. An annual regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the Voting Members or at such other time and place as may be determined by the Board of Directors. The Board may, at any time and from time to time, provide by resolution the time and place, either within or without the state of Florida, for the holding of the annual regular meeting or additional regular meeting of the board without other notice than the resolution. Before the start of each annual meeting, the Secretary shall read aloud the Corporation's Mission and Vision Statement, attached herein as Exhibit A.

Section 3.06 Special Meetings. Special meetings of the Board of Directors may be called by the Executive Director, the President, or a majority of the Board. Special meetings of the Board of Directors shall be held at the principal office of the Corporation or at some other designated place as agreed upon by the Board of Directors at least ten (10) days before the meeting takes place.

The person or persons authorized to call special meetings of the Board may designate any place, either within or without the state of Florida, as the place for holding any special meeting of the board called by them. If no designation is made, the place of the meeting shall be the principal office of the corporation in Florida.

Section 3.07 Notice of Meetings. Unless otherwise waived by the particular Director, notice of all regular and special meetings shall be mailed or sent electronically to each Director by the Secretary at least ten (10) but not more than thirty (30) days previous to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.

Section 3.08 Waiver of Notice of Meeting. Notice of a meeting of the Board of Directors need not be given to any director who signs a written waiver of notice before, during, or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of the meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly on arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 3.09 Quorum. A majority vote of the number of directors fixed by, or in the manner provided in, these By-Laws shall constitute a quorum for the transaction of business; provided, however, that whenever, for any reason, a vacancy occurs in the Board of Directors, a quorum shall consist of a majority of the remaining Directors until the vacancy has been filled.

Section 3.10 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board when corporate action is taken shall be presumed to have assented to the action taken, unless he or she objects at the beginning of the meeting, or promptly on arrival, to holding the meeting or transacting specific business at the meeting, or he or she votes against or abstains from the action taken.

Section 3.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee of it may be taken without a meeting if a consent in writing, stating the action so taken, is signed by all the Directors. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document.

Section 3.12 Meetings by Means of Conference Telephone Call or Similar Electronic Equipment. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

Section 3.13 Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or Voting Members. The resignation of any Director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Voting Members may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date.

Section 3.14 Removal. Any Director may be removed at any time, with or without cause, by action of the Voting Members by a majority vote. The notice of the meeting at which a vote is taken to remove a Director must state that the purpose or one of the purposes of the meeting is the removal of the director.

Section 3.15 Emergency Powers.

(1) In anticipation of or during any emergency defined in subsection (4), the Board of Directors of a corporation may:

(a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and

(b) Relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so.

(2) During an emergency defined in subsection (4):

(a) Notice of a meeting of the Board of Directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;

(b) One or more officers of the Corporation present at a meeting of the Board of Directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and

(c) The director or directors in attendance at a meeting constitute a quorum.

(3) Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Corporation:

(a) Binds the Corporation; and

(b) May not be used to impose liability on a corporate director, officer, employee, or agent.

(4) An emergency exists for purposes of this section if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event.

(5) The By-Laws of the Corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency by-laws will cease to be operative.

ARTICLE IV

Officers

Section 4.01 Officers. The Board of Directors may appoint a President, one or more Vice President's, a Secretary, a Treasurer, and any other officers and assistant officers as may be deemed necessary and shall be approved by two-thirds of the Voting Members. Any two or more offices may be held by the same person. The appointment of an officer does not itself create contract rights. The powers and duties of each officer shall be in accordance with the remaining sections in this ARTICLE IV.

Section 4.02 President. The President shall supervise and control all of the business and affairs of the Corporation, and preside at all meetings of the Voting Members, the Board of Directors, and all committees of the Board of Directors on which he or she may serve. In the event the President is unable to preside at any of the meetings above, the Vice President shall preside in his place. In addition, the President shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors, and as are incident to the office of President.

Section 4.03 Vice Presidents. Each Vice President shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors.

Section 4.04 Secretary. The Secretary shall keep the minutes of the proceedings of the Voting Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and the seal of the Corporation; and keep a register of the post office address of each member of the Corporation. In addition, the Secretary shall possess, and may exercise, such power and authority, and shall perform the duties, as may from time to time be assigned to him or her by the Board of Directors and as are incident to the office of Secretary.

Section 4.05 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever; and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositaries as shall be used by the corporation. In addition, the treasurer shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors and as are incident to the office of Treasurer.

Section 4.06 Executive Director. The Board may appoint an Executive Director, with the approval of a two-thirds vote of the Voting Members, who shall be the Chief Executive Officer of the Corporation. The Executive Director shall be the representative of the Board in the management of the Corporation, and shall have all the duties and authority which such position would customarily require, including but not limited to the following:

1. Carrying out all polices established by the Board of Directors and advising on the formation of these policies.
2. Developing and submitting to the Board of Directors a plan or organization for the conduct of the various activities of the Corporation and recommending changes when necessary.
3. Preparing written plans for the achievement of the Corporation's specific objectives to be considered by the Board; periodically reviewing and evaluating such plans.
4. Preparing an annual budget showing the expected revenue and the expenditures as required by the Board of Directors.
5. Selecting, employing, supervising, and discharging corporate agents and employees and developing and maintaining personal polices and practices for the Corporation.
6. Maintaining physical properties in a good safe state of repair and operating condition.
7. Supervising the financial affairs of the Corporation to ensure that funds are collected and expended to the advantage of the Corporation.

8. Presenting to the Board or its authorized committees periodic reports reflecting the activities of the Corporation and such other special reports as may be required by the Board of Directors.

9. Attending meetings of the Board, serving as an ex-officio member on its committees, coordinating the preparation of meeting materials for the Board, and otherwise serving as staff to the Board.

10. Representing the Corporation in its relationships with affiliated organization.

11. Performing such other duties as may from time to time be assigned by the President or the Board.

12. The Executive Director's performance shall be evaluated annually by the Board his salary fixed from time to time by the Board.

Section 4.07 Other Officers, Employees, and Agents. Each and every other officer, employee, and agent of the Corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the board of directors, the officer appointing him or her, and the officer or officers who may from time to time be designated by the Board to exercise supervisory authority.

Section 4.08 Resignation. Any officer of the corporation may resign from his or her respective office or position by delivering notice to the corporation. The resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 4.09 Removal. Any officer of the Corporation may be removed from his or her respective office or position at any time, with or without cause, by a majority vote of the Voting Members.

Section 4.10 Compensation. The compensation of the officers of the Corporation shall be fixed from time to time by the Board.

ARTICLE V

Committees

The Board of Directors, by resolution adopted by a majority of the Board, may designate from among its members an executive committee and one or more other committees and may appoint or provide for the appointment of one or more Directors as alternate members of any such committee, who may replace any absent or disqualified member at any meeting of the committee.

ARTICLE VI

Duality of Interest

Section 6.01 Except for contracts and transactions between the Corporation and any of its affiliated organizations, any contract or other transaction between the Corporation and one or more of the members of the Board of Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the members of the Board or Officers are members of the board, or officers of the Corporation or have a significant financial or influential interest therein, shall be authorized or entered into by the Corporation only after all of the following conditions are met:

(a) The relevant and material facts are to such member of the Board's or Officer's interests in such contract or transaction and as to any common directorship,

Directorship, officership, or financial or influential interest were disclosed in good faith in advance, by such facts are reflected in the minutes of the Board Meeting; and

(b) The relevant and material facts, if any, known to such interested member of the Board or Officer with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance by such member of the Board or Officer to the Board, and such facts are reflected in the minutes of the Board Meeting; and

(c) Such interested member of the Board or Officer has, as determined solely by the judgment of the Board: (i) made the disclosures and fully responded to questions concerning the matters referred to in a) and b) above; (ii) demonstrated that the contract or transaction is fair and reasonable to the Corporation at the time such contract or transaction is authorized; and (iii) not otherwise significantly influenced the action of the Board with respect to the contract or transactions; and all such determinations by the Board are reflected in the minutes of the Board Meeting; and

(d) The Board has authorized such contract or transaction.

Section 6.02 The Board may adopt duality of interest policies for the Corporation including, without limitation, requirements and procedures with respect to: (1) regular annual statements and periodic supplements thereto by members of the Board, Officers, professional advisors, key employees, and other officials of the Corporation, disclosing any existing and potential dualities of interest; (2) limitations on permitted external positions and interests; and (3) corrective action with respect to transgressions of such policies.

ARTICLE VII

Investments

All funds transferred to the Corporation, unless otherwise directed, shall be invested in strict conformity with the laws of Florida regulating investments of trust funds, and the funds of the several agencies and institutions served shall be diversified in accordance with approved investment practices.

ARTICLE VIII

Indemnification

Section 8.01 Indemnification of Members of the Board, Officers, Trustees and Others.

(a) The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than by action by, or in the right of, the Corporation) by reason of the fact that he is or was an agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall also have the power to indemnify any such person against any loss of wages or earnings suffered during his defense provided that, in the opinion of the Board of Directors of the Corporation, those losses were directly attributable to that defense. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or complete action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was an agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. The Corporation shall also have the power to indemnify any such person against any loss of wages or earnings suffered during his defense provided that, in the opinion of the Board of Directors of the Corporation, those losses were directly attributable to that defense. No indemnification under this subsection (b) shall be made in respect of any claim, issue or matter as to which such persons shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such Court shall deem proper.

(c) If an individual has been determined by the Corporation to be an agent entitled to compensation under these indemnity provisions and to the extent that such agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) or subsection (b) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any such successful agent shall also be indemnified against any loss of wages or personal service earnings suffered during his defense provided that, by the majority vote of the Board, it is determined that those losses were directly attributable to the time involved in that defense.

(d) Any indemnification under subsection (a) or subsection (b), unless pursuant to a determination by a Court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the agent of the Corporation is proper in the circumstances because, he has set the applicable standard of conduct set forth in subsection (a) or subsection (b). Such determination shall be made by the Board of the Corporation, acting through a quorum consisting of Directors who are not parties to such action, suit or proceeding, or, if that is not possible, by independent legal counsel, who may be the regular legal counsel of the Corporation.

(e) Expenses (including attorneys' fees) and lost wages or earnings incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in subsection (d) that the agent of the Corporation met the applicable standard of conduct set forth in subsection (a) or subsection (b) and upon receipt of an undertaking by or on behalf of the agent of the Corporation to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) Indemnification as provided in this section shall continue as to a person who has ceased to be an agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The term "agent of the Corporation", as used in these By-Laws is defined to mean a Board member, officer, Trustee, employee (including persons employed by the Corporation to provide executive, technical, business management and other supportive services for the Corporation)or a person serving at the requires of the Board of the Corporation or the Executive Director as a Director, officer, employee, Trustee or agent of another Corporation, partnership, joint venture, trust or other enterprise. All such agents of the Corporation, in order to be entitled to indemnification for the liability arising out of the act in question, shall have been acting within the scope of their Corporation employment on Corporation-related business.

(h) The Corporation shall have power to purchase and maintain insurance on behalf of such agents of the Corporation as the board of the Corporation may, from time to time, deem appropriate against any liability asserted against the agent of the Corporation and incurred by the agent of the Corporation in any such capacity or arising out of his status as agent of the Corporation, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

Section 8.02 Insurance. Nothing herein provided shall limit or otherwise affect the power of the Corporation to purchase and maintain insurance on behalf of any person who is or was an officer, member of the Board, Trustee, employee or agent of the Corporation or is or was serving at the request of the Corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of these By-Laws or any applicable law. To the extent such insurance operated to protect any person against liability, the Corporation's obligation to indemnify shall be deemed satisfied.

ARTICLE IX

Corporate Seal

The corporate seal of this Corporation shall be in a form substantially as follows:

ARTICLE X

Amendments

Amendments to these By-Laws may be made by a two-thirds vote of the Voting Members.

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